

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Calpine Corporation, et al.,

Reorganized Debtors.

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Chapter 11

Case No. 05-60200 (BRL)

Jointly Administered

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**ORDER GRANTING FINAL DECREE  
CLOSING CERTAIN OF THE CHAPTER 11 CASES**

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Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned reorganized debtors in the above-captioned chapter 11 cases (now the “Reorganized Debtors”) for a final decree closing certain of the chapter 11 cases; the Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper in this District and before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; service and notice of the Motion having been adequate and appropriate under the circumstances and no other or further notice is required; and after due deliberation and sufficient cause appearing therefor,

**The COURT FINDS that:**

- (i) The Confirmation Order has become final.
- (ii) The Plan does not require any deposits.
- (iii) The property required to be transferred by the Plan in respect of the Fully Administered Cases has been transferred.
- (iv) Each of the Reorganized Debtors for the Fully Administered Cases has assumed the business and the management of the property dealt with by the Plan.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning set forth in the Motion.

- (v) Payments required under the Plan in respect of the Fully Administered Cases have commenced.
- (vi) All claims, motions, contested matters and adversary proceedings pending during the Fully Administered Cases have been resolved except for the Minor Issue and the Louisiana Department of Revenue Motion to Allow Claim Against Calpine Construction Management Co., Inc. After the Bar Date [Docket No. 8128] (the “LDR Claim” and, collectively with the Minor Issue, the “Open Issues”).
- (vii) The Fully Administered Cases have been fully administered and substantially consummated.
- (viii) All statutory fees of the Fully Administered Cases have been paid or will be paid within ten days after entry of this Order.

**THE COURT THEREFORE ORDERS, ADJUDGES, AND DECREES that:**

1. The Motion is granted as provided herein.
2. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the Bankruptcy Court hereby enters this Final Decree and orders the 258 cases identified on **Appendix 1**, annexed hereto, closed pursuant to the terms of this Order, subject only to the Bankruptcy Court’s continuing jurisdiction over the Open Issues. This Order does not affect the sixteen chapter 11 cases identified on **Appendix 2**, annexed hereto.
3. Entry of this final decree is without prejudice to the rights of the Reorganized Debtors or any other party in interest to seek to reopen these cases for good cause shown pursuant to section 350(b) of the Bankruptcy Code; provided, however, that a Fully Administered Case shall not be required to be reopened in connection with any matter or action relating to the Court’s continuing jurisdiction as provided herein, including with respect to the Open Issues.
4. The Bankruptcy Court shall retain jurisdiction to enforce or interpret its own orders pertaining to the chapter 11 cases. Furthermore, the Bankruptcy Court shall retain jurisdiction over any matter pending in the chapter 11 cases.

5. The Closing Report of the Reorganized Debtors is approved.
6. For purposes of calculating quarterly fees payable to the Office of the United States Trustee for the Southern District of New York pursuant to 28 U.S.C. § 1930(a)(6), no disbursements by any of the 258 Reorganized Debtors identified in **Appendix 1** made after the date of entry of this Order will be included in the calculation, and no minimum quarterly fees shall be payable in respect of the Fully Administered Cases for periods after September 30, 2009.
7. The Reorganized Debtors shall provide disbursement information for the third quarter of 2009 for each of the Fully Administered Cases and pay the appropriate quarterly fee for each such case to the U.S. Trustee within ten days after the entry of this Order.
8. Notwithstanding the closing of the Fully Administered Cases, distribution may be made with regard to the Open Issues, and with respect to the LDR Claim, once allowed or settled, such distribution may take the form of an offset of overpayments on account with the Louisiana Department of Revenue.
9. The Reorganized Debtors are authorized to take all actions necessary to effectuate this Order.
10. Notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Date: September 30, 2009  
New York, New York

/s/ Burton R. Lifland  
United States Bankruptcy Judge

## **Appendix 1**

**Fully Administered Chapter 11 Cases Closed Effective September 30, 2009**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
Calpine Kennedy Operators, Inc.	05-60199	12/20/2005
Calpine Administrative Services Company, Inc.	05-60201	12/20/2005
Calpine Power Company	05-60202	12/20/2005
Calpine Finance Company	05-60204	12/20/2005
Calpine International Holdings, Inc.	05-60205	12/20/2005
Calpine Operations Management Company, Inc.	05-60206	12/20/2005
Calpine Energy Holdings, Inc.	05-60207	12/20/2005
Calpine Energy Services Holdings, Inc.	05-60208	12/20/2005
CPN Energy Services GP, Inc.	05-60209	12/20/2005
CPN Energy Services LP, Inc.	05-60210	12/20/2005
Calpine PowerAmerica, Inc.	05-60211	12/20/2005
Calpine PowerAmerica, LP	05-60212	12/21/2005
Calpine PowerAmerica - CA, LLC	05-60213	12/21/2005
Calpine PowerAmerica - CT, LLC	05-60214	12/21/2005
Calpine PowerAmerica - MA, LLC	05-60215	12/21/2005
Calpine PowerAmerica - ME, LLC	05-60216	12/21/2005
Calpine Producer Services, LP	05-60217	12/21/2005
CES GP, LLC	05-60218	12/21/2005
Calpine Capital Trust V	05-60221	12/21/2005
Amelia Energy Center, LP	05-60223	12/21/2005
Bellingham Cogen, Inc.	05-60224	12/21/2005
Bethpage Energy Center 3, LLC	05-60225	12/21/2005
Anacapa Land Company, LLC	05-60226	12/21/2005
Calpine Freestone Energy GP, LLC	05-60227	12/21/2005
Bethpage Fuel Management Inc.	05-60228	12/21/2005
CalGen Finance Corp.	05-60229	12/21/2005
Calpine Freestone Energy, LP	05-60230	12/21/2005
Calpine Freestone, LLC	05-60231	12/21/2005
Calpine Cogeneration Corporation	05-60233	12/21/2005
Blue Heron Energy Center LLC	05-60235	12/21/2005
CalGen Project Equipment Finance Company One, LLC	05-60236	12/21/2005
Blue Spruce Holdings, LLC	05-60238	12/21/2005
Androscoggin Energy, Inc.	05-60239	12/21/2005
Calpine Gilroy 1, Inc.	05-60240	12/21/2005
Calpine Gilroy 2, Inc.	05-60241	12/21/2005
Broad River Energy LLC	05-60242	12/21/2005
Calpine Gilroy Cogen, L.P.	05-60243	12/21/2005
Auburndale Peaker Energy Center, LLC	05-60244	12/21/2005
Broad River Holdings, LLC	05-60245	12/21/2005
Calpine Global Services Company, Inc.	05-60246	12/21/2005
Calpine Corpus Christi Energy GP, LLC	05-60247	12/21/2005
Augusta Development Company, LLC	05-60248	12/21/2005
CalGen Equipment Finance Company, LLC	05-60249	12/21/2005

**Fully Administered Chapter 11 Cases Closed Effective September 30, 2009 (cont'd)**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
Calpine c*Power, Inc.	05-60250	12/21/2005
CalGen Equipment Finance Holdings, LLC	05-60251	12/21/2005
Aviation Funding Corp.	05-60252	12/21/2005
CalGen Expansion Company, LLC	05-60253	12/21/2005
Calpine Decatur Pipeline, L.P.	05-60254	12/21/2005
Baytown Energy Center, LP	05-60255	12/21/2005
Baytown Power GP, LLC	05-60256	12/21/2005
Calpine East Fuels, Inc.	05-60257	12/21/2005
Baytown Power, LP	05-60258	12/21/2005
CalGen Project Equipment Finance Company Three, LLC	05-60259	12/21/2005
Calpine Construction Management Company, Inc.	05-60260	12/21/2005
Calpine Corpus Christi Energy LP	05-60261	12/21/2005
CalGen Project Equipment Finance Company Two, LLC	05-60262	12/21/2005
Calpine Decatur Pipeline, Inc.	05-60263	12/21/2005
Calpine Dighton, Inc.	05-60264	12/21/2005
Calpine Acadia Holdings, LLC	05-60265	12/21/2005
CCFC Development Company, LLC	05-60267	12/21/2005
Calpine Agnews, Inc.	05-60268	12/21/2005
CCFC Equipment Finance Company, LLC	05-60269	12/21/2005
Calpine Amelia Energy Center GP, LLC	05-60270	12/21/2005
CCFC Project Equipment Finance Company One, LLC	05-60271	12/21/2005
Calpine Amelia Energy Center LP, LLC	05-60272	12/21/2005
Celtic Power Corporation	05-60273	12/21/2005
CGC Dighton, LLC	05-60274	12/21/2005
Channel Energy Center, LP	05-60275	12/21/2005
Channel Power GP, LLC	05-60276	12/21/2005
Channel Power LP	05-60277	12/21/2005
Clear Lake Cogeneration Limited Partnership	05-60278	12/21/2005
Calpine Gordonsville GP Holdings, LLC	05-60281	12/21/2005
Calpine Gordonsville LP Holdings, LLC	05-60282	12/21/2005
Calpine Gordonsville, LLC	05-60283	12/21/2005
Calpine Greenleaf Holdings, Inc.	05-60284	12/21/2005
Calpine Greenleaf, Inc.	05-60285	12/21/2005
Calpine Northbrook Holdings Corporation	05-60286	12/21/2005
CPN Clear Lake, Inc.	05-60287	12/21/2005
Calpine International, LLC	05-60288	12/21/2005
Calpine Investment Holdings, LLC	05-60289	12/21/2005
CPN Decatur Pipeline, Inc.	05-60290	12/21/2005
Calpine Northbrook Investors, LLC	05-60291	12/21/2005
CPN Power Services, LP	05-60292	12/21/2005
CPN Freestone, LLC	05-60293	12/21/2005
Calpine Kennedy Airport, Inc.	05-60294	12/21/2005
Calpine Northbrook Project Holdings, LLC	05-60295	12/21/2005
CPN Funding, Inc.	05-60296	12/21/2005
Calpine Leasing, Inc.	05-60297	12/21/2005

**Fully Administered Chapter 11 Cases Closed Effective September 30, 2009 (cont'd)**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
Calpine Long Island, Inc.	05-60298	12/21/2005
Calpine Northbrook Services LLC	05-60299	12/21/2005
CPN Pryor Funding Corporation	05-60300	12/21/2005
CPN Morris, Inc.	05-60301	12/21/2005
Calpine Pastoria Holdings, LLC	05-60302	12/21/2005
CPN Oxford, Inc.	05-60303	12/21/2005
Calpine Northbrook Southcoast Investors, LLC	05-60304	12/21/2005
Calpine Philadelphia, Inc.	05-60305	12/21/2005
CPN Telephone Flat, Inc.	05-60306	12/21/2005
Calpine Pittsburg, LLC	05-60307	12/21/2005
Calpine NTC, LP	05-60308	12/21/2005
CPN Pipeline Company	05-60309	12/21/2005
Calpine Power Equipment, LP	05-60310	12/21/2005
Calpine Oneta Power I, LLC	05-60311	12/21/2005
CPN Pleasant Hill Operating, LLC	05-60312	12/21/2005
Decatur Energy Center, LLC	05-60313	12/21/2005
Calpine Lost Pines Operations, Inc.	05-60314	12/21/2005
Calpine Oneta Power II, LLC	05-60315	12/21/2005
Calpine Power Inc.	05-60316	12/21/2005
CPN Pleasant Hill, LLC	05-60317	12/21/2005
Calpine Oneta Power, LP	05-60318	12/21/2005
Calpine Power Management, Inc.	05-60319	12/21/2005
Calpine Baytown Energy Center LP, LLC	05-60320	12/21/2005
CPN Power Services GP, LLC	05-60321	12/21/2005
Calpine Operating Services Company, Inc.	05-60322	12/21/2005
Calpine Power Services, Inc.	05-60323	12/21/2005
Calpine Project Holdings, Inc.	05-60324	12/21/2005
Calpine Capital Trust	05-60325	12/21/2005
Calpine Pryor, Inc.	05-60326	12/21/2005
Calpine Rumford I, Inc.	05-60327	12/21/2005
Calpine Louisiana Pipeline Company	05-60328	12/21/2005
Calpine Central Texas GP, Inc.	05-60329	12/21/2005
Calpine Bethpage 3 Pipeline Construction Company, Inc.	05-60330	12/21/2005
Calpine Magic Valley Pipeline, Inc.	05-60331	12/21/2005
Magic Valley Pipeline, LP	05-60332	12/21/2005
Calpine Central, Inc.	05-60333	12/21/2005
MEP Pleasant Hill, LLC	05-60334	12/21/2005
Fontana Energy Center, LLC	05-60335	12/21/2005
Northwest Cogeneration, Inc.	05-60336	12/21/2005
MOAPA Energy Center, LLC	05-60337	12/21/2005
Calpine Central-Texas, Inc.	05-60338	12/21/2005
Freestone Power Generation, LP	05-60339	12/21/2005
Calpine Channel Energy Center GP, LLC	05-60340	12/21/2005
Calpine Monterey Cogeneration, Inc.	05-60341	12/21/2005
Calpine Bethpage 3, LLC	05-60342	12/21/2005

**Fully Administered Chapter 11 Cases Closed Effective September 30, 2009 (cont'd)**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
Calpine Channel Energy Center LP, LLC	05-60343	12/21/2005
Mobile Energy LLC	05-60344	12/21/2005
Calpine Clear Lake Energy GP, LLC	05-60345	12/21/2005
Modoc Power, Inc.	05-60346	12/21/2005
GEC Bethpage Inc.	05-60347	12/21/2005
Calpine MVP, Inc.	05-60348	12/21/2005
Calpine Clear Lake Energy, LP	05-60349	12/21/2005
NTC GP, LLC	05-60350	12/21/2005
Calpine CalGen Holdings, Inc.	05-60352	12/21/2005
Thomassen Turbine Systems America, Inc.	05-60354	12/21/2005
Calpine California Development Company, LLC	05-60355	12/21/2005
Nueces Bay Energy, LLC	05-60356	12/21/2005
Tiverton Power Associates, LP	05-60357	12/21/2005
Calpine NCTP GP, LLC	05-60359	12/21/2005
Calpine California Energy Finance, LLC	05-60360	12/21/2005
Mount Hoffman Geothermal Company, LP	05-60361	12/21/2005
JMC Bethpage, Inc.	05-60362	12/21/2005
Deer Park Power GP, LLC	05-60363	12/21/2005
VEC Holdings, LLC	05-60365	12/21/2005
KIAC Partners	05-60366	12/21/2005
Odyssey Land Acquisition Company	05-60367	12/21/2005
Venture Acquisition Company	05-60368	12/21/2005
Lake Wales Energy Center, LLC	05-60369	12/21/2005
Deer Park Power, LP	05-60370	12/21/2005
Lawrence Energy Center, LLC	05-60371	12/21/2005
Cogenamerica Asia, Inc.	05-60372	12/21/2005
Vineyard Energy Center, LLC	05-60373	12/21/2005
O.L.S. Energy-Agnews, Inc.	05-60374	12/21/2005
Delta Energy Center, LLC	05-60375	12/21/2005
Mt. Vernon Energy LLC	05-60376	12/21/2005
Calpine Calistoga Holdings, LLC	05-60377	12/21/2005
Wawayanda Energy Center, LLC	05-60378	12/21/2005
Calpine Capital Trust II	05-60379	12/21/2005
Zion Energy LLC	05-60380	12/21/2005
Newsouth Energy LLC	05-60381	12/21/2005
Dighton Power Associates, LP	05-60382	12/21/2005
Cogenamerica Parlin Supply Corporation	05-60383	12/21/2005
Calpine Capital Trust III	05-60384	12/21/2005
Pajaro Energy Center, LLC	05-60385	12/21/2005
East Altamont Energy Center, LLC	05-60386	12/21/2005
Pastoria Energy Center, LLC	05-60387	12/21/2005
Nissequogue Cogen Partners	05-60388	12/21/2005
Goldendale Energy Center, LLC	05-60390	12/21/2005
Calpine Capital Trust IV	05-60391	12/21/2005
Hammond Energy LLC	05-60393	12/21/2005



**Fully Administered Chapter 11 Cases Closed Effective September 30, 2009 (cont'd)**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
Hillabee Energy Center, LLC	05-60394	12/21/2005
Phipps Bend Energy Center, LLC	05-60395	12/21/2005
Power Investors, LLC	05-60398	12/21/2005
Power Systems Mfg. LLC	05-60399	12/21/2005
Quintana Canada Holdings, LLC	05-60400	12/21/2005
Rockgen Energy LLC	05-60401	12/21/2005
Lone Oak Energy Center, LLC	05-60403	12/21/2005
Los Esteros Critical Energy Facility, LLC	05-60404	12/21/2005
Los Medanos Energy Center, LLC	05-60405	12/21/2005
Calpine NCTP, LP	05-60406	12/21/2005
Magic Valley Gas Pipeline GP, LLC	05-60407	12/21/2005
Magic Valley Gas Pipeline LP	05-60408	12/21/2005
Calpine Northbrook Corporation of Maine, Inc.	05-60409	12/21/2005
Pastoria Energy Facility, LLC	05-60410	12/21/2005
Russell City Energy Center, LLC	05-60411	12/21/2005
Fond Du Lac Energy Center, LLC	05-60412	12/21/2005
San Joaquin Valley Energy Center, LLC	05-60413	12/21/2005
Calpine Rumford, Inc.	05-60414	12/21/2005
Skipanon Natural Gas, LLC	05-60415	12/21/2005
Calpine Schuylkill, Inc.	05-60416	12/21/2005
South Point Energy Center, LLC	05-60417	12/21/2005
Calpine Northbrook Energy Holdings, LLC	05-60418	12/21/2005
South Point Holdings, LLC	05-60419	12/21/2005
Calpine Siskiyou Geothermal Partners, L.P.	05-60420	12/21/2005
Philadelphia Biogas Supply Inc.	05-60421	12/21/2005
Stony Brook Cogeneration, Inc.	05-60422	12/21/2005
Calpine Sonoran Pipeline, LLC	05-60423	12/21/2005
Calpine Stony Brook Operators, Inc.	05-60424	12/21/2005
Calpine Stony Brook Power Marketing, LLC	05-60425	12/21/2005
Calpine Stony Brook, Inc.	05-60426	12/21/2005
Calpine Sumas, Inc.	05-60427	12/21/2005
Stony Brook Fuel Management Corp.	05-60428	12/21/2005
Calpine TCCL Holdings, Inc.	05-60429	12/21/2005
Sutter Dryers, Inc.	05-60430	12/21/2005
Calpine Northbrook Energy, LLC	05-60431	12/21/2005
TBG Cogen Partners	05-60432	12/21/2005
Calpine Texas Pipeline GP, Inc.	05-60433	12/21/2005
Texas City Cogeneration, LP	05-60434	12/21/2005
Texas Cogeneration Company	05-60435	12/21/2005
Texas Cogeneration Five, Inc.	05-60436	12/21/2005
Texas Cogeneration One Company	05-60437	12/21/2005
Thermal Power Company	05-60438	12/21/2005
Calpine Texas Pipeline LP, Inc.	05-60439	12/21/2005
Corpus Christi Cogeneration, LP	05-60441	12/21/2005
CPN 3rd Turbine, Inc.	05-60443	12/21/2005

**Fully Administered Chapter 11 Cases Closed Effective September 30, 2009 (cont'd)**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
CPN Acadia, Inc.	05-60444	12/21/2005
CPN Berks Generation, Inc.	05-60445	12/21/2005
CPN Berks LLC	05-60446	12/21/2005
Calpine Texas Pipeline, L.P.	05-60447	12/21/2005
CPN Bethpage 3rd Turbine Inc.	05-60448	12/21/2005
CPN Cascade, Inc.	05-60449	12/21/2005
Calpine Tiverton I, Inc.	05-60450	12/21/2005
Calpine Tiverton, Inc.	05-60451	12/21/2005
Calpine Auburndale Holdings, LLC	05-60452	12/21/2005
Calpine Baytown Energy Center GP, LLC	05-60453	12/21/2005
Calpine ULC I Holdings, LLC	05-60454	12/21/2005
Calpine University Power, Inc.	05-60455	12/21/2005
Calpine Unrestricted Funding, LLC	05-60456	12/21/2005
Calpine Unrestricted Holdings, LLC	05-60458	12/21/2005
Calpine Vapor, Inc.	05-60459	12/21/2005
Carville Energy LLC	05-60460	12/21/2005
NTC Five, Inc.	05-60463	12/21/2005
Calpine California Equipment Finance Company, LLC	05-60464	12/27/2005
Calpine KIA, Inc.	05-60465	12/27/2005
Calpine Power Management, LP	05-60466	12/27/2005
Rumford Power Associates, LP	05-60467	12/27/2005
Whatcom Cogeneration Partners, LP	05-60468	12/27/2005
Calpine East Fuels, LLC	05-60476	12/29/2005
Geothermal Energy Partners, LLC	05-60477	12/29/2005
Calpine Hidalgo, Inc.	06-10026	1/8/2006
Calpine Hidalgo Holdings, Inc.	06-10027	1/8/2006
Calpine Hidalgo Power, LP	06-10028	1/8/2006
Calpine Hidalgo Energy Center, L.P.	06-10029	1/8/2006
Calpine Hidalgo Power GP, LLC	06-10030	1/8/2006
Calpine PowerAmerica - NY, LLC	06-10031	1/8/2006
Calpine PowerAmerica - NH, LLC	06-10032	1/8/2006
Calpine PowerAmerica - OR, LLC	06-10034	1/9/2006
Calpine Hidalgo Design, L.P.	06-10039	1/9/2006
Silverado Geothermal Resources, Inc.	06-10198	2/3/2006
Santa Rosa Energy Center, LLC	07-12967	9/20/2007

## **Appendix 2**

<b>Name</b>	<b>Case No.</b>	<b>Date Filed</b>
Calpine Corporation	05-60200	12/20/2005
Calpine Fuels Corporation	05-60203	12/20/2005
Calpine Energy Services, LP	05-60222	12/21/2005
Anderson Springs Energy Company	05-60232	12/21/2005
Calpine Gas Holdings LLC	05-60234	12/21/2005
Calpine Generating Company, LLC	05-60237	12/21/2005
Calpine Eastern Corporation	05-60266	12/21/2005
Calpine Central, LP	05-60351	12/21/2005
Morgan Energy Center, LLC	05-60353	12/21/2005
Geysers Power Company II LLC	05-60358	12/21/2005
Geysers Power I Company	05-60389	12/21/2005
Pine Bluff Energy, LLC	05-60396	12/21/2005
Idlewild Fuel Management Corp.	05-60397	12/21/2005
Columbia Energy LLC	05-60440	12/21/2005
Geysers Power Company, LLC	06-10197	2/3/2006
Calpine Geysers Company, LP	06-10939	5/2/2006